

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORPORATION  
DERIVATIVE AND CLASS LITIGATION

Lead Case No. 1:05-cv-00327-GMS

This Document Relates To:

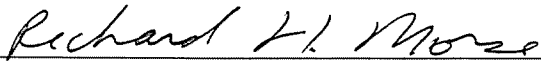
ALL ACTIONS

**MOTION OF NOMINAL DEFENDANTS MBNA CORPORATION  
AND BANK OF AMERICA CORPORATION, THE MBNA “INSIDER  
DEFENDANTS” AND DEFENDANTS RANDOLPH D. LERNER AND KENNETH  
L. LEWIS TO DISMISS THE CONSOLIDATED AMENDED COMPLAINT**

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, nominal defendants MBNA Corporation and Bank of America Corporation and defendants Bruce Hammonds, Kenneth Vecchione, Richard Struthers, John Cochran, III, Lance Weaver, Charles Krulak, Michael Rhodes John Scheflen, Randolph Lerner and Kenneth Lewis hereby move to dismiss plaintiffs’ consolidated amended complaint in its entirety for failure to state a claim upon which relief can be granted.

The basis for this motion is set forth in the accompanying Opening Brief, and supported by the Affidavit of Richard C. Pepperman, II and the exhibits thereto.

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Richard H. Morse (No. 531)  
rmorse@ycst.com  
The Brandywine Building  
1000 West Street, 17th Floor  
Wilmington, Delaware 19801  
(302) 571-6600

*Attorneys for nominal defendants MBNA Corporation  
and Bank of America Corporation and defendants Bruce  
L. Hammonds, Kenneth A. Vecchione, Richard K.  
Struthers, John R. Cochran, III, Lance L. Weaver,  
Charles C. Krulak, Michael G. Rhodes, John W.  
Schefflen, Randolph D. Lerner and Kenneth L. Lewis*

Of Counsel:

Richard J. Urowsky  
Richard C. Pepperman II  
Ryan C. Williams  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
(212) 558-4000

January 20, 2006

**CERTIFICATE OF SERVICE**

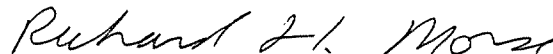
I, Richard H. Morse, hereby certify that on January 20, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of Court using CM/ECF which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Robert R. Davis, Esquire  
A. Zachary Naylor, Esquire  
Chimicles & Tikellis LLP  
One Rodney Square  
P.O. Box 1035  
Wilmington, DE 19899

Edward P. Welch, Esquire  
Seth M. Beausang, Esquire  
Skadden Arps Slate Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899

I further certify that on January 20, 2006, I also caused copies of the foregoing document to be served by hand on the above-listed counsel of record

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Richard H. Morse (I.D. No. 531)  
17<sup>th</sup> Floor, Brandywine Building  
1000 West Street  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
(302) 571-6651  
[rmorse@ycst.com](mailto:rmorse@ycst.com)

*Attorneys for Nominal Defendants MBNA Corporation and  
Bank of America Corporation and Defendants Bruce L.  
Hammonds, Kenneth A. Vecchione, Richard K. Struthers,  
John R. Cochran, III, Lance L. Weaver, Charles C. Krulak,  
Michael G. Rhodes, John W. Scheflen and Kenneth L. Lewis*